

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA PROFIT CORPORATION OR P.A.

LAZY, INC.

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(((H04000216308 3)))

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04 OCT 29 PM 5:39

ARTICLES OF INCORPORATION

OF

LAZY, INC.

The undersigned subscribers as to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to and form a corporation under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of the corporation is LAZY, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE

The purposes for which the Corporation is organized are:

- (a) To engage in the operation of a lounge.
- (b) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (c) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.
- (d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (f) To lend money to and use its credit to assist its officers and employees in

((H04000216308 3)))

accordance with Florida Statutes Section 607.0833.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of Florida within or without that state.

(l) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the Corporation.

(n) To make donations for the public welfare or for charitable, scientific or

((H04000216308 3)))

educational purposes.

(o) To transact any lawful business which the Board of Directors or Shareholders shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of the Corporation and its subsidiaries.

(q) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

(s) To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors or Shareholders of this Corporation at any regular or special meeting.

ARTICLE 4 - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is one thousand dollars (\$1,000.00).

(((H04000216308 3)))

ARTICLE 5 - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the first available date allowed by Florida law.

ARTICLE 6 - ADDRESS OF PRINCIPAL OFFICE

The initial street address of the principal office of this corporation is 7624 Penny Rd., Panama City, FL 32404.

ARTICLE 7 - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a board of directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

ARTICLE 8 - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to

(((H04000216308 3)))

purchase his pro rata share thereof at the price at which it is offered to others. Any sale of stock by any shareholder must be first offered to the other shareholders of the corporation.

ARTICLE 9 - SPECIAL PROVISIONS

This corporation is initially intended to qualify under the requirement of the Internal Revenue Code as a Small Business Corporation. Such actions as are necessary may be taken by the appropriate officers and stockholders to effect such qualification. After the Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE 10 - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares of stock each is to take, and the value of the consideration thereof is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Monetta L. Farmer	10703 S. Bear Creek Rd. Panama City, FL 32404	500	\$500.00
Paula R. Keller	10703 S. Bear Creek Rd. Panama City, FL 32404	500	\$500.00

((H04000216308 3)))

ARTICLE 11 - BYLAWS

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

ARTICLE 12 - CALLING OF SPECIAL MEETING

Any shareholder may call a special meeting of shareholders.

ARTICLE 13 - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions herein contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

ARTICLE 14 - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Monetta L. Farmer
10703 S. Bear Creek Rd.
Panama City, FL 32404

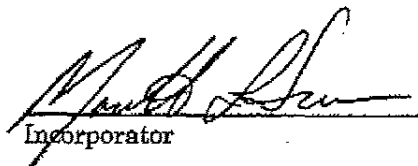
ARTICLE 15 - OFFICERS

The officers of the Corporation shall be:

President:	Monetta L. Farmer
Vice President	Paula R. Keller
Secretary:	Monetta L. Farmer
Treasurer:	Paula R. Keller

(((H04000216308 3)))

IN WITNESS THEREOF, we have set our hands and seals, acknowledged and filed
the foregoing Articles of Incorporation under the laws of the State of Florida,
this 27 day of OCTober, 2004.


 (SEAL)
Incorporator

MONETTA L. FARMER
Printed Name of Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared Monetta L. Farmer who executed the foregoing Articles of
Incorporation and acknowledged before me that the same were executed for the purposes and
intents therein expressed.

WITNESS MY hand and official seal in the county and state named above
this 27 day of OCTober, 2004.


Notary Public



Linda E. Bell
MY COMMISSION # DD138995 EXPIRES
August 11, 2006
BONDED THRU TROY FARM INSURANCE, INC.

Linda E. Bell
Printed Name of Notary
My Commission Expires:

Personally known ✓ or produced identification _____
Type of Identification produced _____

(((H04000216308 3)))

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First—That LAZY, INC., desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation, at the City of Panama
City, County of Bay, State of Florida, has named Michael Robinson, located at 2335 E.
Baldwin Rd., Panama City, Florida 32405, County of Bay as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at
place designated in this certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open said office.

Michael Robinson
(Registered Agent)

MICHAEL ROBINSON
Printed Name of Registered Agent

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04 OCT 29 PM 5:39